

April 10, 2019

BSE Limited  
Department of Corporate Services  
Floor 25, P. J. Towers,  
Dalal Street,  
Mumbai-400 001.

National Stock Exchange of India Limited  
Listing Department  
Registered Office: "Exchange Plaza",  
Bandra – Kurla Complex, Bandra (E),  
Mumbai – 400 051.

Scrip Code: 532051

Scrip Code: SWELECTES

Dear Sir / Madam,

**Sub: Submission of Copy of Minutes of Proceedings of Postal Ballot /Remote E-voting**

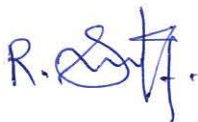
We submit herewith a Copy of the Minutes of Proceedings held on 28th March 2019 at the Registered office of the Company for declaration of Postal Ballot/Remote E-Voting results.

Kindly take on record the above compliance and acknowledge receipt.

Thanking you,

Yours faithfully,

For SWELECT ENERGY SYSTEMS LIMITED



R. Sathishkumar  
Company Secretary & Compliance Officer



Encl.: as above

  
**R. SATHISHKUMAR**  
 Company Secretary

MINUTE BOOK

**SWELECT ENERGY SYSTEMS LIMITED****Serial No. of the Meeting : SESL/PB/2018-19/01**

Minutes of the proceedings held on 28<sup>th</sup> March 2019 at 5.00 p.m. at the Registered Office of the Company at "SWELECT House", No. 5, Sir P.S. Sivasamy Salai, Mylapore, Chennai – 600 004 for declaration of Postal Ballot and Remote E-voting results.

**Physically Present:**

Mr. S. Annadurai                      Chairman  
 Mr. R. Sathishkumar                Company Secretary

The Chairman ascertained that Mr. R. Kannan, Scrutinizer, had carried out the scrutiny of all the postal ballot forms received up to close of working hours (17:00 hours IST) on 27<sup>th</sup> March 2018 including the Electronic voting exercised by the Shareholders through portal of Central Depository Services (India) Limited (CDSL). He further noted that the Postal ballot and remote e-voting process have been conducted in compliance with the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014.

Thereafter, the Chairman took note of the report submitted by Scrutinizer and announced the Postal ballot and remote e-voting results as under:

**Item No. 1****APPROVAL FOR APPOINTMENT OF MR. S. KRISHNAN, AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE CASUAL VACANCY PERIOD****Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161(4) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby accorded for the appointment of Mr. S. Krishnan (DIN: 07163629), as an Independent Director up to 31.3.2019, who was appointed by the Board on 23.07.2018 to fill the casual vacancy caused due to resignation of Mr. V. M. Sivasubramaniam (DIN: 00017249), Independent Director, before expiry of his term of office.

**RESOLVED FURTHER THAT** the Managing Director / Company Secretary of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**Details of voting results:**

S. No.	Particulars	E-voting	Postal Ballot	Total voting and percentage
1.	No. of votes in favour	60,48,130	48,592	60,96,722 (99.944)
2.	No. of votes against	2	118	120 (0.002)
3.	No. of Invalid votes	-	3,093	3,093 (0.051)
4.	No. of abstained votes	-	200	200(0.003)

CHAIRMAN'S INITIAL



**Item No. 2**

**RE-APPOINTMENT OF MR. S. KRISHNAN, AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS**

**Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. S. Krishnan (DIN: 07163629), who holds office as an Independent Director up to 31st March 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years, i.e. from 1st April 2019 to 31st March 2024.

**RESOLVED FURTHER THAT** the Managing Director / Company Secretary of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**Details of voting results:**

S. No.	Particulars	E-voting	Postal Ballot	Total voting and percentage
1.	No. of votes in favour	60,47,830	48,467	60,96,297 (99.937)
2.	No. of votes against	302	143	445 (0.007)
3.	No. of Invalid votes	-	3,093	3,093 (0.051)
4.	No. of Abstained votes	-	300	300(0.005)

Based on the aforesaid results, the Ordinary and Special Resolution as contained in Item No.1 and 2 respectively have been passed with requisite majority.


The Chairman informed that the above results will be placed on the notice board of the Company at its registered office and in terms of SEBI (LODR), a copy of the Postal ballot results together with Scrutinizer's report will also be sent to Stock Exchanges, CDSL and the same will be disseminated in the Company's website: [www.swelectes.com](http://www.swelectes.com).

Thereafter, the Chairman concluded the proceedings with a vote of thanks.

Date of entry of the proceedings in the minutes Book: 10-04-2019

Recorded by: R. Sathishkumar

Designation: Company Secretary

Signature: 



Chairman

Place: Chennai

Date: 10-04-2019

**CERTIFIED TRUE COPY**

**For SWELECT ENERGY SYSTEMS LIMITED**

  
**R. SATHISHKUMAR**  
Company Secretary

CHAIRMAN'S  
INITIAL